

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

CONVERSE INC.,

Plaintiff,

v.

ALON INTERNATIONAL S.A.,

Defendant.

Civil Action No. 04-12591-PBS

ORDER

This matter having come before this Court on the parties' Joint Motion for an Order Allowing the Deposit of Funds into the Registry of this Court and for the Disbursement of Portions of Those Funds; and whereas the Court has reviewed the Joint Motion and the exhibits attached thereto; and whereas the Court, having found good cause for the allowance of the Motion, it is this ____ day of July, 2005, HEREBY ORDERED AS FOLLOWS:

1. The Motion is ALLOWED;
2. The clerk for the registry of this court is hereby directed to accept, in accordance with Rule 67 of the Federal Rules of Civil Procedure and Local Rules 67.2 all funds (the "Initial Funds") which are currently held under the direction of the 12th Civil Court of Porto Alegre, Republic of Brazil, in two cases captioned Coopershoes Cooperativa v. Alon and Converse (the "Interpleader Actions") and which the parties have represented will be deposited into the registry of this court.
3. The clerk for the registry of this court is further directed also to accept all other funds which are sent to the registry in accordance with the order dated June 30, 2005 in Case No. 50-

133-T-00579-04 before the International Center for Dispute Resolution of the American Arbitration Association (the "Arbitration"), a copy of which is attached hereto as Exhibit 1.

4. All funds deposited into the registry of this court pursuant to this order shall be deposited into an interest bearing account from which it will be possible for the registry of this court to make withdrawals without penalty for the purpose of making disbursements as set forth below.

5. From the Initial Funds deposited into the registry of this court the clerk for the registry of this court is directed to disburse, as promptly as possible, fifty percent (50%) of those funds to Converse and thirty percent (30%) to Alon as follows:

(a) to Converse: Converse, Inc., 1 High Street, North Andover, MA 01845 (Attn: Laura Kelley) (Tax I.D. 52-2296884).

(b) to Alon: Carval LLC, 1160 Hallandale Beach Boulevard, Hallandale, FL 33009 (Tax I.D. 20-0244198).

6. The clerk for the registry of this court is also directed to disburse all additional funds, including any interest accrued, received into the account set up in connection with this matter to Converse and Alon in the same percentages used for the disbursement on the Initial Funds. The disbursement of all additional funds received after the Initial Funds shall be made within five (5) days after receipt.

7. Any fees, taxes or costs charged to Converse and Alon in connection with registry funds shall be charged in accordance with the disbursement percentages described above.

8. The 20% balance of the Initial Funds and of all additional deposits that are not disbursed to either Converse or Alon pursuant to this Order shall be retained by the registry of this court pending further order of this court.

So Ordered.

United States District Court Judge

Dated: July __, 2005